

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
: **LEHMAN BROTHERS HOLDINGS INC., et al.** : **08-13555 (JMP)**
Debtors. : **(Jointly Administered)**
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**ORDER PURSUANT TO SECTION 8.4
OF THE MODIFIED THIRD AMENDED JOINT CHAPTER 11 PLAN
OF LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED
DEBTORS TO ESTIMATE THE AMOUNT OF PROOF OF CLAIM NUMBER 30598
FILED BY US AIRWAYS, INC. FOR PURPOSES OF ESTABLISHING RESERVES**

Upon the motion (the “Motion”) dated January 15, 2013, of Lehman Brothers Holdings Inc. (“LBHI” and the “Plan Administrator”), as Plan Administrator under the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors (the “Plan”), for approval, pursuant to sections 8.4 of the Plan, and sections 105(a), 502(c), and 1142(b) of title 11 of the United States Code (the “Bankruptcy Code”), to estimate the amount of the US Airways Claim¹ for the purposes of establishing reserves in connection with the Plan, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

United States Trustee for Region 2; (ii) the Securities and Exchange Commission; (iii) the Internal Revenue Service; (iv) the United States Attorney for the Southern District of New York; (v) US Airways; and (vi) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases [ECF No. 9635]; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Chapter 11 Estates, their creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the US Airways Claim is hereby estimated in the amount of \$91.2 million in LBHI Class 7 solely for purposes of determining the reserves to be set for the US Airways Claim under the Plan; and it is further

ORDERED that the estimation of the US Airways Claim is not deemed to determine or affect in any respect the allowed amount of the US Airways Claim for any purpose other than establishing the reserve amount for the US Airways Claim under the Plan; and it is further

ORDERED that the estimation of the US Airways Claim is without prejudice to the rights of US Airways to assert that the allowed amount of the US Airways Claim should be greater than the Estimated Reserve Amount; and it is further

ORDERED that the estimation of the US Airways Claim is without prejudice to the rights defenses and objections of LBHI or the Plan Administrator (as defined in the Plan) to

the merits, amount and priority of the US Airways Claim and that by estimating the US Airways Claim, all rights of LBHI and the Plan Administrator with respect to the US Airways Claim are fully preserved; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
February 15, 2013

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge